

DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"ATLANTA LANDMARKS, INC."

was on the 13th day of August 1974 ,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Fulton County for a period of perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 13th day of August in the year
of our Lord One Thousand Nine Hundred and Seventy
Four and of the Independence of the United States
of America the One Hundred and Ninety-ninth



SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION OF
ATLANTA LANDMARKS, INC.
UNDER THE GEORGIA NONPROFIT CORPORATION CODE

ARTICLE 1

Name

The name of the corporation is ATLANTA LANDMARKS, INC.

ARTICLE 2

Period of Duration

The period of duration of the corporation shall be perpetual.

ARTICLE 3

Purposes

The purposes for which this corporation is created are:

1. To identify, to recognize and to undertake to preserve, restore and maintain or have preserved, restored and maintained, landmarks, buildings, other structures, monuments, sites, areas and other properties (said landmarks, buildings, other structures, monuments, sites, areas and other properties being hereinafter collectively referred to as "Landmarks") which are located within the present or future limits of the City of Atlanta or elsewhere in the State of Georgia and which have historic or cultural value; the terms "history", "historic", "culture" and "cultural" as used in this instrument shall be construed in their broadest sense.
2. To acquire, by purchase, gift, devise or bequest (with or without restriction), and to preserve, restore, maintain and present to the public (or have preserved, restored, maintained and presented to the public) all Landmarks which, in the opinion of the Board of Trustees of the Corporation or of others, have significance in the history or culture of the City of Atlanta or State of Georgia; and to solicit and obtain funds from the public and others for such purposes.

3. To disseminate information and knowledge about Landmarks, including those acquired and sought to be acquired as well as those otherwise identified or recognized.

4. To engage in research of every kind and nature with respect to Landmarks located in Georgia.

5. To foster, encourage and develop a better general understanding, recognition and appreciation of the beauty, value and significance of Landmarks as well as the accomplishments of those who assisted in their creation or development so that the lives of present and future generations may be enriched.

ARTICLE 4

Election of Trustees

The affairs of the corporation shall be managed by a board of trustees. The method of electing trustees shall be as described in the by-laws.

ARTICLE 5

Registered Office and Agent

The initial registered office of the corporation shall be at Suite 1020, 100 Colony Square, Atlanta, Georgia 30361. The initial registered agent shall be Arnall T. Connell.

ARTICLE 6

Initial Board of Trustees

The initial Board of Trustees shall consist of fifteen members, whose names and addresses are:

Mr. William W. Allison	75 Marietta Street, N. W. Atlanta, Georgia 30303
Mr. John A. Busby, Jr.	100 Colony Square, N. E. Atlanta, Georgia 30309
Mr. Arnall T. Connell	243 Kenlock Place, N. E. Atlanta, Georgia 30305

Mrs. Rodney M. Cook	3495 Valley Road, N. W. Atlanta, Georgia 30305
Mr. Clayton H. Farnham	30 Inman Circle, N. E. Atlanta, Georgia 30309
Mrs. Alvin M. Ferst, Jr.	385 Golf View Road, N. W. Atlanta, Georgia 30309
Mr. James H. Finch	44 Broad Street, N. W. Atlanta, Georgia 30303
Mr. Franklin M. Garrett	3433 Roxboro Road, N. E. Atlanta, Georgia 30326
Mr. William J. Goldin	P. O. Box 4569 Atlanta, Georgia 30302
Mrs. William W. Griffin	1330 West Garmon Road, N. W. Atlanta, Georgia 30327
Mrs. Grace T. Hamilton	University Place, N. W. Atlanta, Georgia 30314
Mr. Joe G. Patten	4003 Oak Hill Drive College Park, Georgia 30337
Ms. Martha P. Stamm	158 Rumson Road, N. E. Atlanta, Georgia 30305
Mr. Preston Stevens, Jr.	100 Peachtree Street, N. W. Atlanta, Georgia 30303
Mr. Robert C. Van Camp	210 Lake Forrest Lane, N. E. Atlanta, Georgia 30342

ARTICLE 7

Incorporator

The name and address of the incorporator is:

Arnall T. Connell	243 Kenlock Place, N. E. Atlanta, Georgia 30305
-------------------	--

ARTICLE 8

Restrictions

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth

in Article 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 9

Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN THE SUPERIOR COURT OF
FULTON COUNTY, GEORGIA

GEORGIA,
FULTON COUNTY.

The petition of ARNALL T. CONNELL shows the court as follows:

1.

Petitioner desires for himself, his successors and assigns to be incorporated as a non-profit corporation under the attached Articles of Incorporation.

2.

The certificate of the Secretary of State affirming the availability of the name ATLANTA LANDMARKS, INC. is attached hereto.

WHEREFORE, petitioner prays that he be so incorporated.

SWIFT, CURRIE, MCGHEE & HIERS
Attorneys for Petitioners

By: Clayton H. Farnham

Suite 2000
Atlanta Gas Light Tower
Atlanta, Georgia 30303
521-3240

ORDER

The Articles of Incorporation of ATLANTA LANDMARKS, INC. and the certificate of the Secretary of State that such corporate name is available having been examined and found lawful.

IT IS HEREBY ORDERED THAT ATLANTA LANDMARKS, INC. be and it hereby is incorporated under the laws of the State of Georgia.

This 13 day of August, 19 74

Paul D. Julian
Judge, Superior Court
Atlanta Judicial Circuit